FilmL.A., Inc.
1201 W. 5th Street, Suite T-800
Los Angeles, CA 90017
t: (213)977-8600 - f: (213)977-8601
www.filmla.com

Summary Information

Permit No: F00032715-D **Type of Permit:** FILMING **Release Date:** 10/28/2010

Production Company RSA FILMS

Insured Company Name RSA FILMS
Contact Phone No. 1 310-659-1577
Contact Phone No. 2
Fax
Address 634 LA PEER DR
LOS ANGELES, California 90069

Production Title ALL STATE

Type of Production Commercial - Standard

Producer Linda Masse

Director Henrick Hansen

1st AD Howell Cowell

Production Manager Sean Cox

FilmL.A. Coordinator Adrian Fayad

Location Manager John Rizzi
Primary Phone Mobile - 310-729-3368
Secondary Phone Office - 310-659-1577

Location Assistant Denise Wheeler
Primary Phone Office - 818-347-9929
Secondary Phone

Fees

FILMLA FILM PERMIT RIDER FEE $100.00

Total Permit Fee $100.00

Number of Locations 2

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Summary Information — Location

Permit Number F00032715-D
Production Company RSA FILMS
Insured Company RSA FILMS
Production Title ALL STATE

Location Manager John Rizzi
Primary Phone Mobile - 310-729-3368
Secondary Phone Office - 310-659-1577

Location Address 6th St., Beaudry Ave - Fremont Ave - , Los Angeles, CA 90012

Location Type Street

Film Dates 10/28/2010 - 10/28/2010 12:00 - 00:00

Open or Closed to the Public Open

Generic Conditions
All travel lanes and bike lanes shall be closed per the WATCH manual.
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.
Uniformed officers shall have a copy of the film permit in their possession and are required to confirm that all traffic control signage devices are in place.

Please see attached documents
RSA. 6TH ST.pdf
Downtown Filming Guildelines 2010.03.01.pdf

Equipment on Location

Type	Quantity
5 or 10 ton trucks	5
Cast/Crew vehicles	65
Cube Trucks	5
Generator	1
Motor Homes	2
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	35
Off-Duty/Retired LAPD Officer(s)	4

Filming Activities Equipment on sidewalk, in curb lane & across street; Intermittent pedestrian control; Intermittent traffic control - 2 minute standard (except 0700-0900 hrs & 1500-1900 hrs); Running & tow shots.; Wetdown; camera and condor on sidewalk ; prop light on sidewalk ;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

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Coordinator Note PRODUCTION COMPANY MUST OBTAIN CALTRANS PERMIT FOR ACTIVITY ON FREEWAY OVERPASS.

Coordinator Note RIDER D - ADDS WET DOWN TO PERMIT.

Parking

Base Camp
Location Type : Private Parking Lot
Street : 6th & Bixel

Crew Parking
Location Type : Private Parking Lot
Street : 6th & Bixel

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Summary Information — Location

Permit Number F00032715-D
Production Company RSA FILMS
Insured Company RSA FILMS
Production Title ALL STATE

Location Manager John Rizzi
Primary Phone Mobile - 310-729-3368
Secondary Phone Office - 310-659-1577

Location Address Bixel St., 3rd St., 8th St., Flower St. (inclusive) , Los Angeles , CA, 90017

Location Type Driving grid

Film Dates 10/28/2010 - 10/28/2010 12:00 - 00:00

Open or Closed to the Public Open

Generic Conditions
All vehicles must be parked on private property
Must Maintain 5' Clearance on Sidewalks/Walkways
No Cast and Crew parking on areas streets.
No interference with merchant activity
No stopping and setting up in residential areas before 7am or after 10pm without prior approval
No stopping or setting up in front of merchants or residents without prior approval
Number of uniformed officers listed on the permit is a minimum requirement. Permittee remains responsible for deploying a sufficient number of uniformed officers to provide traffic and crowd control to ensure the safety of the film crew and the public.

Equipment on Location

Type	Quantity
5 or 10 ton trucks	5
Cast/Crew vehicles	65
Cube Trucks	5
Generator	1
Motor Homes	2
Stakebed Trucks	2
Vans	3

Personnel on Location

Type	Quantity
Cast	5
Crew	10
Off-Duty/Retired LAPD Officer(s)	4

Filming Activities Intermittent traffic control - 2 minute standard (except 0700-0900 hrs & 1500-1900 hrs); Process Trailer; Running & tow shots.; Wetdown; camera car ;

Jurisdiction **Political:** Los Angeles City - Council District 09 **Police:** Los Angeles Police Department **Fire:** Los Angeles City

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Parking

Base Camp
Location Type : Location

Crew Parking
Location Type : Private Parking Lot

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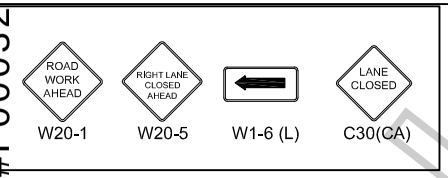
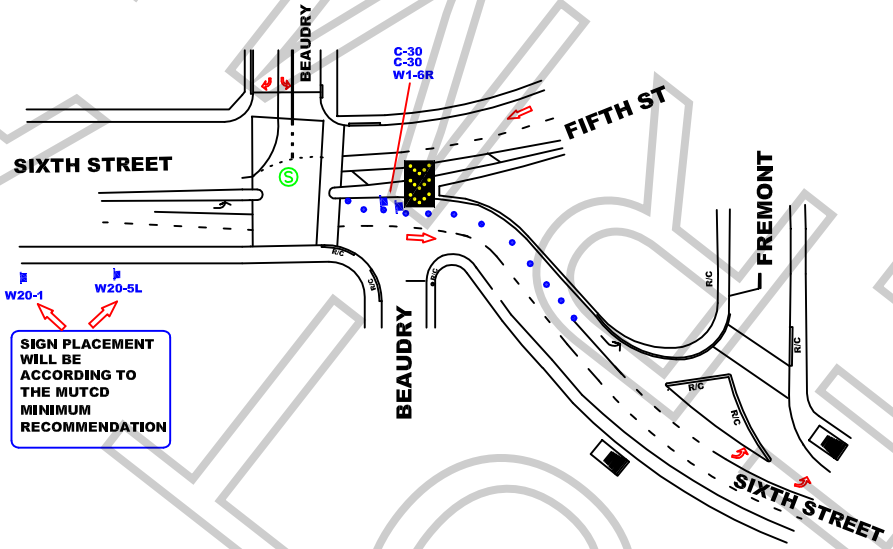
Permit #F00032715-D



FLASHING ARROW SIGN (FAS)
28" TRAFFIC CONE
TYPE II BARRICADE WITH SIGN

FILM L.A.:
ADRIAN FAYAD

ALL TRAFFIC CONTROL WILL BE INSTALLED AND CONFORM TO THE MUTCD AND WATCH MINIMUM REQUIREMENTS



WORK ZONE TRAFFIC CONTROL PLAN GENERAL NOTES

1. **DATE/TIME: 10-28-10 FROM 12:00 HOURS TO 23:59 HOURS.**
2. ALL SIGNING, STRIPING, AND TRAFFIC CONTROL DEVICES SHALL CONFORM TO THE (CURRENT) STATE OF CALIFORNIA DEPARTMENT OF TRANSPORTATION (CALTRANS) STANDARD PLANS AND STANDARD SPECIFICATIONS, CALIFORNIA MUTCD, AND ANY ADDENDUMS THERETO, AND AS SHOWN ON THESE PLANS, SYMBOLS AND ABBREVIATIONS USED ARE SHOWN ON CALTRANS STANDARD PLANS A10A&B, A20A-D, AND A24A-E.
3. THERE WILL BE NO INTERFERENCE WITH TRAFFIC SIGNALS OR CROSSWALKS.
4. CONES WILL BE 28" MINIMUM HEIGHT AND HAVE REFLECTORIZED SLEEVES FOR NIGHT WORK.
5. POLICE WILL DIRECT TRAFFIC IF NECESSARY.

JCL BARRICADE COMPANY.
2334 E. EIGHTH ST., CA 90021
*Ph: (213) 622-9775 * Fax: (213) 622-9790*
CA Lic # 805357
TRAFFIC PLAN DRAWN BY:
ISMAEL RODRIGUEZ
Traffic control plan is drawn per MUTCD & 2009 Work Area Traffic Control Handbook

TRAFFIC CONTROL FOR:
RSA
"ALLSTATE"

PROJECT LOCATION:
6TH STREET
BEAUDRY & FREMONT
CITY OF LOS ANGELES, CA

LOCATION CONTACT:
DENISE WHEELER
OFFICE # 818.347.9929

REV#	DATE	REVISION DESCRIPTION

SPECIAL CONDITIONS FOR LOCATION FILMING IN DOWNTOWN LOS ANGELES
(Standard Filming Requirements continue to apply where not superseded below)

1. DEFINITION OF TERMS

a. Downtown Los Angeles, for the purposes of these conditions, shall be defined as the area North to South from the 101 Freeway to the 10 Freeway; East to West from the Los Angeles River to the 110 Freeway.

b. The Downtown Los Angeles Neighborhood Council boundaries (**DLANC boundaries**), for the purpose of these conditions, shall be defined as bordered on the North and East at the 101 Freeway from the 110 Freeway east to Los Angeles Street, south to 4th Street, east to Alameda Street, south to 7th Street, east to the Los Angeles River; on the South by the 10 Freeway from the 110 Freeway to the Los Angeles River; on the West by 110 Freeway from the 10 Freeway to the 101 Freeway. (This area is the same area as defined above as Downtown Los Angeles, but excludes the Little Tokyo and Arts District neighborhoods.)

c. Residential buildings shall be defined as any building with legal residential occupants (mixed-use, adaptive reuse, artist-in-residence (A.I.R.), SROs, residential hotels, condominiums and apartment buildings). DLANC will maintain an accurate and contemporary listing of all residential buildings showing a 100-foot radius from each building so as to identify any areas both inside and outside of that radius.

d. The Broadway Entertainment District (aka Broadway Theatre District), for the purposes of these Conditions, shall be defined north to south as Broadway from 3rd Street to Olympic Boulevard, and east to west from Frank Court to Lindley Place (aka St. Vincent Alley Court), or the equivalent mid-block point to either of these alleys where the alley is not present, including any theater loading facilities, defined as any public or private surface parking lot, parking garage, public street or curb area adjacent to, or utilized by, a theater. If, in the future, the City adopts an ordinance with regulations governing filming in this area, such regulations shall supersede these Filming Conditions.

e. The Old Bank District residential overlay, for the purposes of these Conditions, shall be defined as the area bound by South Spring St., West 5th St., West 4th St., and Werdin Pl.

2. FILMING STANDARD HOURS AND DAYS

a. Filming activity, or any production-related activity including but not limited to activities such as base camps, catering, generators, etc., within the **DLANC boundaries** is restricted to the hours of 6:00 a.m. to 11:00 p.m. within a 100-foot radius of any residential building. Filming activity in the **Broadway Entertainment District** is restricted to the hours of 6:00 a.m. to Midnight within a 50-foot radius of any residential building. **Old Bank District** is restricted to the hours of 7:00 a.m. to 10:00 p.m. within a 100-foot radius of any residential building**.** No extension of the standard filming hours for

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filming or any disruptive production-related activity shall be allowed until a signature survey has been properly submitted. Proof of signature surveys shall be made available to DLANC upon request.

b. No film permits may be issued along Main and Spring Streets from 2nd to 9th Streets, or on any block of 2nd through 9th Streets between Los Angeles and Spring during the Downtown Art Walk, currently held on the second Thursday of each month. Filming inside of private buildings or entirely on private property during this time is permitted so long as there are no external impacts.

c. No filming may be conducted in close proximity to major public events anywhere in Downtown Los Angeles as permitted by the LAPD, or identified with 30 days notice to the City's Designated Film Permit Contractor by DLANC. Film permits may be considered in light of major public events on a case-by-case basis so long as their issuance will not cause further disruption to Downtown businesses and residents during such events.

3. RESIDENTIAL AND MERCHANT PROTECTIONS IN THE DLANC BOUNDARIES

a. A film permit may include no more than 300 feet of curb lane per city block for the parking of film production vehicles, crew or equipment. Requests for additional amounts of curb lane shall require a signature survey. The **Broadway Entertainment District** is exempt from this restriction.

b. Production personnel (and equipment utilized by the production company) shall not block the sidewalk area in front of an open commercial business or a residential building, including residential patios, windows, doorways, or entryways, unless the production company has secured the permission of the merchant and/or property owner. Where the commercial business is one that is primarily open in the evening and nighttime hours, the production company, their cast and crew may not block the access to and signage of such establishment (as seen from the street), without permission of the merchant and/or property owner during the hours of operation of the business.

c. Customers, employees, residents, and guests of affected properties shall be allowed free ingress/egress to all buildings, merchants, and parking facilities. Arrangements shall be made to ensure access to deliveries, trash pickup, residential move-in/move-out, and vendor access to the properties/merchants during productions.

d. All commercial businesses must prominently post hours of operation and contact phone numbers, and residential buildings must have a designated contact person authorized to give permission. Special events held by commercial businesses, outside of normal business hours, must also be posted in advance, and production companies must provide full access and visibility during such events.

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4. NOISE, FUMES, AND LIGHTING WITHIN THE DLANC BOUNDARIES

a. Generators, portable toilets or toilet vehicles, and outdoor food preparation using charcoal or gas grills must be a minimum of 50 feet (horizontally) from any residential window or entrance. If it is physically impossible for a generator to be a minimum of 50 feet from residential windows or entrances, the generator shall be placed as far away as possible and vented away from residential windows and entrances. However, under no circumstances shall a generator be placed directly underneath a residential window.

b. Film productions must focus lighting on the filming area only and make every effort to shield the lighting from adjacent properties, pedestrians, and patrons of commercial businesses at all times. Exceptional lighting (e.g., Musco and Bebee lighting) outside of regular filming hours shall not be allowed without a signature survey of the affected merchants and/or property owners. **Signature survey shall be required for Exceptional lighting within the Old Bank District between the hours of 6:00 p.m. and 6:00 a.m.** Under no circumstances shall lighting be directed onto oncoming traffic.

c. Film production companies are required to completely remove all trash, food, and cardboard boxes, etc. from the general vicinity at the end of each filming day. Film production companies will be held responsible for the actions of catering companies they employ to provide food for the cast and crew.

5. SPECIAL REQUESTS AND EXCEPTIONS REVIEW AND NOTIFICATION WITHIN THE DLANC BOUNDARIES

a. Helicopters shall not be granted permits for landing at non-certified helipads before and after approved filming hours. All aerial filming productions must provide upon request a copy of an approved FAA Form 7711-2, or other official waiver, along with a copy of the briefing on the flight operations for all participating persons or property.

b. No film permit shall be construed as a waiver of 14 CFR § 91.119, 14 CFR § 91.515(a) or 14 CFR § 91.303(e), dictating federal flight altitude regulations, for purposes of non-participating persons or property (see attachment).

c. Notification beyond the standard 500-foot radius will be made to affected residents and merchants for high impact activity that is likely to cause interference with adjacent properties of people such as car chases, simulated gun fire, explosions, screams for help and other loud noises, helicopter activity, road closures or other such exceptional activities that might cause a police response to the filming location. High impact filming activity must be preceded by notifications at least two days in advance. The City's Designated Film Permit Contractor or the production company shall consult a designated DLANC representative when an applicant requests a permit for high impact filming activity with less than two days notice.

d. Due to the location of building air intake systems on Lower Grand Avenue, no special effects, including smoke, steam or fog, may occur in that area without first obtaining

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clearance from the appropriate building contacts and maintenance engineers. Contact must be made at least 48 hours prior to the proposed effect(s).

6. FILMING-RELATED CONGESTION WITHIN THE DLANC BOUNDARIES

a. The City's Designated Film Permit Contractor will ensure that the impact from filming at recurrently used locations is minimized to the affected residents and businesses.

b. In rush hour restricted lanes, as designated by LADOT, no Intermittent Traffic Control (ITC) shall be permitted during Rush Hours (7:00 a.m. – 9:00 a.m. and 4:00 p.m. – 7:00 p.m., Monday through Friday). No simultaneous closures or ITC of both the Second and Third Street Tunnels will be permitted.

c. Production companies shall request the posting of "no parking" signs, lane or street closures with LADOT for the day(s) that they are "on site" only. When closures are not necessary for the day(s) requested, production companies shall report the changes to the City's Designated Film Permit Contractor, who shall notify LADOT, who must revise and/or remove parking signs, as necessary.

d. Production companies must provide adequate detour and directional signage when street closures are in place, conforming to current LADOT standards and practices. Detour routes must accommodate large, semi and tractor trailer trucks and public transit vehicles.

7. ENFORCEMENT OF CONDITIONS

a. In accordance with the terms of their work permit issued from LAPD, off-duty or retired police officers must, upon reporting to a work site, review and ensure compliance with conditions outlined on the filming permit. Officers shall ensure compliance with arrival and departure time, and shall not allow any activity or conduct that is in violation of local or state law, nor allow any filming condition that is not authorized by the permit. Variations from the requirements of the permit are not allowed unless approved by an authorized representative of the City's Designated Film Permit Contractor.

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ATTACHMENT

(Note: The following are the most current federal flight altitude regulations as of November 2007. The regulations could change at any time.)

§ 91.119 Minimum safe altitudes: General.

Except when necessary for takeoff or landing, no person may operate an aircraft below the following altitudes:
(a) Anywhere. An altitude allowing, if a power unit fails, an emergency landing without undue hazard to persons or property on the surface.
(b) Over congested areas. Over any congested area of a city, town, or settlement, or over any open air assembly of persons, an altitude of 1,000 feet above the highest obstacle within a horizontal radius of 2,000 feet of the aircraft.
(c) Over other than congested areas. An altitude of 500 feet above the surface, except over open water or sparsely populated areas. In those cases, the aircraft may not be operated closer than 500 feet to any person, vessel, vehicle, or structure.
(d) Helicopters. Helicopters may be operated at less than the minimums prescribed in paragraph (b) or (c) of this section if the operation is conducted without hazard to persons or property on the surface. In addition, each person operating a helicopter shall comply with any routes or altitudes specifically prescribed for helicopters by the Administrator.

§ 91.515 Flight altitude rules.

(a) Notwithstanding §91.119, and except as provided in paragraph (b) of this section, no person may operate an airplane under VFR at less than—
(1) One thousand feet above the surface, or 1,000 feet from any mountain, hill, or other obstruction to flight, for day operations; and
(2) The altitudes prescribed in §91.177, for night operations.

§ 91.303 Aerobatic flight.

No person may operate an aircraft in aerobatic flight—
(a) Over any congested area of a city, town, or settlement;
(b) Over an open air assembly of persons;
(c) Within the lateral boundaries of the surface areas of Class B, Class C, Class D, or Class E airspace designated for an airport;
(d) Within 4 nautical miles of the center line of any Federal airway;
(e) Below an altitude of 1,500 feet above the surface; or
(f) When flight visibility is less than 3 statute miles.

For the purposes of this section, aerobatic flight means an intentional maneuver involving an abrupt change in an aircraft's attitude, an abnormal attitude, or abnormal acceleration, not necessary for normal flight.

[Doc. No. 18834, 54 FR 34308, Aug. 18, 1989, as amended by Amdt. 91– 227, 56 FR 65661, Dec. 17, 1991]

NO PERMIT